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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric Company
☐ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Case No. 19-30088 (DM)
Chapter 11
(Lead Case) (Jointly Administered)

**REQUEST FOR ENTRY OF ORDER BY
DEFAULT ON DISCOUNTED EP
ASSUMPTION MOTION**

[Re: Dkt No. 3345]

Date: August 28, 2019
Time: 9:30 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Objection Deadline: August 14, 2019
4:00 p.m. (Pacific Time)

1 **REQUEST FOR ENTRY OF ORDER BY DEFAULT**

2 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the
3 “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-
4 captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby request, pursuant to Rule 9014-1(b)(4) of
5 the Bankruptcy Local Rules for the United States District Court for the Northern District of California,
6 as made applicable to these Chapter 11 Cases by the *Second Amended Order Implementing Certain*
7 *Notice and Case Management Procedures* entered on May 14, 2019 [Dkt No. 1996] (“**Case**
8 **Management Order**”), that the Court enter an order by default on the *Third Omnibus Motion Pursuant*
9 *to 11 U.S.C § 365(a), Fed. R. Bankr. P. 6006, and B.L.R. 6006-1 to Approve the Utility’s Assumption of*
10 *Certain Contract Price Discounted Energy Procurement Agreements* [Dkt No. 3345] (the “**Motion**”).¹

11 **RELIEF REQUESTED IN THE MOTION**

12 The Motion seeks entry of an order approving the Utility’s assumption of each of the
13 EP Agreements, each as amended pursuant to the applicable EP Amendment. The assumption of each
14 EP Agreement is subject to, and conditioned upon, the Utility obtaining CPUC Approval of the
15 applicable EP Amendment. If CPUC Approval is not timely obtained, the Utility shall (i) file a notice
16 with file a notice with the Bankruptcy Court indicating that CPUC Approval has not been obtained
17 with respect to the specific EP Agreement and EP Amendment, and (ii) assumption of the applicable
18 EP Agreement shall be null and void with all of the applicable parties’ respective rights reserved.

19 Following the filing of the Motion, the Utility identified two further agreements that
20 amended the Hummingbird ESA. Copies of these amendments were provided to the Committees and
21 the U.S. Trustee. A revised form of proposed order (the “**Revised Proposed Order**”) updating the
22 description of the Hummingbird ESA attached hereto as **Exhibit A**. A redline comparison of the
23 Original Proposed Order and the Revised Proposed Order is attached hereto as **Exhibit B**. Counsel for
24 Hummingbird has confirmed they have no objection to this amendment to the Revised Proposed Order.

25
26
27 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such
28 terms in the Motion.

1 **NOTICE AND SERVICE**

2 *A Notice of Hearing on Third Omnibus Motion Pursuant to 11 U.S.C § 365(a), Fed. R.*
3 *Bankr. P. 6006, and B.L.R. 6006-1 to Approve the Utility's Assumption of Certain Contract Price*
4 *Discounted Energy Procurement Agreements (the "Discounted EP Assumption Motion")* was filed
5 concurrently with the Motion on July 31, 2019 [Dkt. No. 3347] (the "**Notice of Hearing**"). The Motion,
6 the supporting declaration of Marino Monardi, and the Notice of Hearing were served as described in
7 the Certificate of Service of Alain B. Francoeur filed on August 5, 2019 [Dkt. No. 3378]. The deadline
8 to file responses or oppositions to the Motion has passed, and no oppositions have been filed with the
9 Court or received by counsel for the Debtors.

10 **DECLARATION OF NO RESPONSE RECEIVED**

11 The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury,
12 that:

- 13 1. I am an attorney with the firm of Keller & Benvenuti LLP, co-counsel for the
14 Debtors.
- 15 2. I have reviewed the Court's docket in the Chapter 11 Cases and have determined
16 that no response or opposition has been filed with respect to the Motion.
- 17 3. This declaration was executed in San Francisco, California.

18 WHEREFORE, the Debtors hereby request entry of the proposed order attached to the
19 Motion as **Exhibit A**, granting the Motion as set forth therein.

20
21 Dated: August 22, 2019

WEIL, GOTSHAL & MANGES LLP
KELLER & BENVENUTTI LLP

23 /s/ Thomas B. Rupp

24 Thomas B. Rupp

25 *Attorneys for Debtors and Debtors in Possession*